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Exhibit A
Proposed Order

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and Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. §§ 327(a) AND 328(a) AND FED. R.
BANKR. P. 2014(a) AND 2016 FOR
AUTHORITY TO AMEND THE SCOPE OF
THE RETENTION OF
PRICEWATERHOUSECOOPERS LLP
AS MANAGEMENT, TAX, INTERNAL
ACCOUNTING, AND ADVISORY
CONSULTANTS TO THE DEBTORS
NUNC PRO TUNC TO PETITION DATE**

1 Upon the Application, dated July 22, 2020 (the “**Third Supplemental Application**”),¹ of PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and
3 reorganized debtors (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for authority to amend the scope of the retention of PricewaterhouseCoopers
7 LLP (“**PwC**”), as set forth more fully in the Third Supplemental Application, as the Debtors’
8 management, tax, internal accounting, and advisory consultants, pursuant to the Court’s order entered
9 on May 24, 2019 [Dkt. No. 2230] (the “**Initial Retention Order**”), as amended by the Court’s prior
10 Orders entered on December 2, 2019 [Docket No. 4959] and April 13, 2020 [Docket No. 6751]; and this
11 Court having jurisdiction to consider the Third Supplemental Application and the relief requested therein
12 pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to*
13 *Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United
14 States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and
15 consideration of the Third Supplemental Application and the requested relief being a core proceeding
16 pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408
17 and 1409; and due and proper notice of the Third Supplemental Application having been provided to the
18 parties listed therein, and it appearing that no other or further notice need be provided; and this Court
19 having reviewed the Third Supplemental Application, and the Bowman Declaration; and upon the record
20 of the Hearing (if any was held) and all of the proceedings had before the Court; and this Court having
21 found and determined that the relief sought in the Third Supplemental Application is in the best interests
22 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and
23 factual bases set forth in the Third Supplemental Application establish just cause for the relief granted
24 herein; and after due deliberation and sufficient cause appearing therefor,

25 **IT IS HEREBY ORDERED THAT:**

- 26 1. The Third Supplemental Application is granted as provided herein.

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28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
terms in the Third Supplemental Application.

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2. The Initial Retention Order is amended to include the Third Supplemental Engagements.

3. To the extent the Third Supplemental Application is inconsistent with this Order, the terms of the Third Supplemental Engagements, as modified, if at all by this Order, shall govern.

4. This Order shall not be construed to bar any claims against PwC arising out of or in connection with prepetition services rendered to the Debtors on the basis of res judicata or any other doctrine or theory.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

**** END OF ORDER ****